

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

SFF-TIR, LLC; STUART FAMILY
FOUNDATION, INC.; ALAN STUART 2012
GST FAMILY TRUST; STUART 2005 GST
FAMILY TRUST; CELEBRATION, LLC;
ANURAG AGARWAL; PETER BUCKLEY;
VINCENT SIGNORELLO; and RODNEY M.
REYNOLDS,

Plaintiffs,

vs.

No. CIV 14-0369 JB\FHM

CHARLES C. STEPHENSON, JR.; CYNTHIA
A. FIELD; PETER BOYLAN, III;
LAWRENCE FIELD; CYPRESS ENERGY
PARTNERS-TIR, LLC; CEP CAPITAL
PARTNERS, LLC; CYPRESS ENERGY
HOLDINGS, LLC; and TULSA INSPECTION
RESOURCES, LLC,

Defendants.

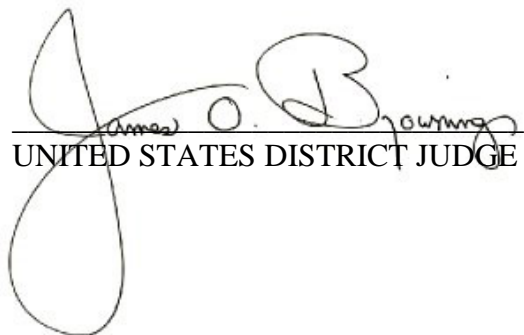
FINAL JUDGMENT

THIS MATTER comes before the Court on: (i) the Stipulation of Dismissal with Prejudice, filed December 29, 2014 (Doc. 66)(“Stipulation”); (ii) the Memorandum Opinion and Order, 250 F. Supp. 3d 856 (N.D. Okla. 2017)(Browning, J.)(“April 25 MOO”); (iii) the motion hearing held on April 27, 2017 (“April 27 hearing”); (iv) an eight-day jury trial from September 5, 2017, to September 14, 2017, see Minute Sheet -- Civil Trial at 1, filed September 14, 2017 (Doc. 448); and (v) the Memorandum Opinion and Order, 2020 WL 1651164 (N.D. Okla. April 3, 2020)(Browning, J.)(“Attorney’s Fees MOO”). In the Stipulation, Plaintiffs Peter Buckley and Vincent Signorello dismiss all claims with prejudice “and without costs or fees to any party.” Stipulation at 1. In the April 25 MOO, the Court entered summary judgment on Plaintiffs

SFF-TIR, LLC, Stuart Family Foundation, Inc., Alan Stuart 2012 GST Family Trust, Stuart 2005 GST Family Trust, Celebration, LLC, Anurag Agarwal, and Rodney Reynolds' fifth and sixth claims for relief (alleging violations of the Oklahoma Uniform Securities Act of 2004, Okla. Stat. tit. 71, §§ 1-101 to 1-701) and seventh and eighth claims for relief (alleging violations of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78a to 78qq, and rule 10(b)5 of the Securities Exchange Commission, promulgated thereunder) in Defendants Charles C. Stephenson, Jr., Cynthia A. Field, Peter Boylan, III, Lawrence Field, Cypress Energy Partners-TIR, LLC, CEP Capital Partners, LLC, Cypress Energy Holdings, LLC, and Tulsa Inspection Resources, LLC's favor, thus dismissing those claims. See April 25 MOO, 250 F. Supp. 3d at 1045-46, 1067. In the April 25 MOO, the Court also entered summary judgment on SFF-TIR, LLC, Stuart Family Foundation, Inc., Alan Stuart 2012 GST Family Trust, Stuart 2005 GST Family Trust, Celebration, LLC, Agarwal, and Reynolds' first claim for relief (breach of fiduciary duty by Boylan and L. Field), second claim for relief (breach of fiduciary duty by Stephenson, C. Field, and Cypress Energy Partners-TIR, LLC), and third claim for relief (aiding and abetting breach of fiduciary duty by Stephenson, C. Field, Cypress Energy Partners-TIR, LLC, CEP Capital Partners, LLC, Cypress Energy Holdings, LLC, and Tulsa Inspection Resources, LLC) in SFF-TIR, LLC, Stuart Family Foundation, Inc., Alan Stuart 2012 GST Family Trust, Stuart 2005 GST Family Trust, Celebration, LLC, Agarwal, and Reynolds' favor. See April 25 MOO, 250 F. Supp. 3d at 1048. The Court thus held that the Defendants are liable for breach of fiduciary duty to the Plaintiffs, but the Court left the determination of damages to be resolved at the jury trial. See April 25 MOO, 250 F. Supp. 3d at 1048-49, 1067. At the April 27 hearing, SFF-TIR, LLC, Stuart Family Foundation, Inc., Alan Stuart 2012 GST Family Trust, Stuart 2005 GST Family Trust, Celebration, LLC, Agarwal, and Reynolds withdrew their fourth claim for relief (unjust enrichment by C. Stephenson, C. Field,

Boylan, L. Field, Cypress Energy Partners-TIR, LLC, CEP Capital Partners, LLC, Cypress Energy Holdings, LLC, and Tulsa Inspection Resources, LLC). See Transcript of Motion Hearing at 206:13-15 (held April 27, 2017)(Kagen), filed June 5, 2017 (Doc. 283); Minute Sheet at 1, filed April 27, 2017 (Doc. 276). At the jury trial, the jury found that the TIR, Inc. shares' fair price is \$451,000.00, see Special Verdict Form at 1, filed September 14, 2017 (Doc. 451), which is equal to the amount that the Defendants offered the Plaintiffs as cash consideration for the TIR, Inc. shares, see April 25 MOO, 250 F. Supp. 3d at 888; Amended Complaint ¶ 158, at 30, filed September 30, 2015 (Doc. 167). Based on the Special Verdict Form, the Court entered judgment in the Attorney's Fees MOO that the merger was not entirely fair but that the Plaintiffs are entitled to take nothing, thereby dismissing the breach-of-fiduciary-duty claims and the fourth claim for relief (unjust enrichment by all Defendants). See Attorney's Fees MOO, 2020 WL 1651164, at *98-111. The Court also concluded that the Defendants are entitled to \$1,895,800.27 in attorney's fees and \$147,748.33 in costs. See Attorney's Fees MOO, 2020 WL 1651164, at *111. Because the Stipulation, the April 25 MOO, the April 27, 2017, hearing, the jury trial, and the Attorney's Fees MOO resolve all matters before the Court, the Court now enters Final Judgment.

IT IS ORDERED that (i) this case is dismissed with prejudice; and (ii) Final Judgment is entered in the Defendants' favor and against Plaintiffs SFF-TIR, LLC, Stuart Family Foundation, Inc., Alan Stuart 2012 GST Family Trust, Stuart 2005 GST Family Trust, Celebration, LLC, Anurag Agarwal, and Rodney M. Reynolds in the amount of \$2,043,548.60.


UNITED STATES DISTRICT JUDGE

Counsel:

Jamison A. Diehl
Akin Gump Strauss Hauer & Feld LLP
New York, New York

-- and --

Stratton Taylor
Toney D. Foster
Mark H. Ramsey
Clinton Russell
Jacob R. Daniel
The Law Firm of Taylor, Foster, Mallett, Downs, Ramsey, & Russell
Claremore, Oklahoma

-- and --

Stuart Kagen
Joshua C. Gillette
Daniel A. Cohen
Kyla Janine Grant
Joel M. Taylor
Kagen & Caspersen
New York, New York

Attorneys for the Plaintiffs

Frederic Dorwart
Paul DeMuro
Sarah Poston
Nora Rose O'Neill
John D. Clayman
Fredric Dorwart Lawyers PLLC
Tulsa, Oklahoma

Attorneys for the Defendants